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RECORDATION NO. 21104-C

MAY 16 '01 11:10 AM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

May 16, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment to Memorandum of Lease Agreement, a secondary document, dated as of May 16, 2001. The primary document to which this is connected is recorded under Recordation No. 21104. We request that one copy of this document be recorded under Recordation No. 21104-C.

The names and addresses of the parties to the Amendment to Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

ParkSierra Corporation, successor-in-interest to Arizona & California Railroad Company
Limited Partnership
221 Gateway Road West, Suite 401
Napa, CA 94558

BALL JANIK LLP

Honorable Vernon A. Williams
May 16, 2001
Page 2

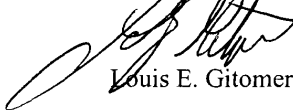
A description of the equipment covered by the Amendment to Memorandum of Lease Agreement consists of one SD-40-2 diesel locomotives numbered ARZC 4002 (formerly numbered HLCX 6402).

A fee of \$28.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and ParkSierra Corporation, successor-in-interest to Arizona & California Railroad Company Limited Partnership, 221 Gateway Road West, Suite 401, Napa, CA 94558, covering one SD-40-2 diesel locomotives numbered ARZC 4002 (formerly numbered HLCX 6402).

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 21104-C

MAY 16 2001 11:40 AM

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT

dated as of May 16, 2001

between

**PARK SIERRA CORPORATION, successor-in-interest to
ARIZONA & CALIFORNIA RAILROAD COMPANY LIMITED PARTNERSHIP
as Lessee,**

and

**LASALLE NATIONAL LEASING CORPORATION
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on _____, 2001 at __:__.m.**

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT

THIS AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 16, 2001, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and PARKSIERRA CORPORATION, successor-in-interest to ARIZONA & CALIFORNIA RAILROAD COMPANY LIMITED PARTNERSHIP ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement dated as of November 6, 1997, as amended (the "Equipment Lease Agreement"), that certain Memorandum of Lease Agreement dated as November 6, 1997, which was filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 24, 1997, and assigned recordation no. 21104 and that certain Assignment, Assumption and Consent Agreement dated as of June 15, 2001, which was filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR § 1177 on September 12, 2000, and assigned recordation no. 21104-A.

Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, one (1) EMD 3000 horsepower, SD40-2 locomotive, bearing the following reporting mark:

Current Reporting
Mark and Number

HLCX 6402

Now Reporting
Mark and Number

ARZC 4002

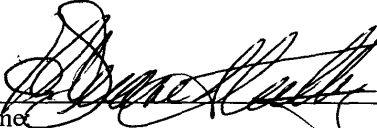
Such rail car is more fully described in the Equipment Lease Agreement, and Equipment Schedule No. C-2 thereto and incorporating the terms thereof, dated as of May 16, 2001 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.


This Amendment to Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Amendment to Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING
CORPORATION

By: 
 Name: _____
 Title: **H. DUANE STEELBERG**
SENIOR VICE PRESIDENT

PARKSIERRA CORPORATION

By: 
 Name: **DAVID L. PARKINSON**
 Title: **CHAIRMAN / CEO**

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

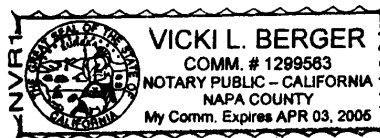
On this ^{14th}~~27th~~ day of ^{May}~~April~~, 2001, 1998 before me appeared H. Duane Steelberg, the person who signed this instrument, who acknowledged that (s)he is the Gen. Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

Regina M. McManus
Notary Public

My commission expires: 10/1/04

STATE OF CALIFORNIA)
) ss.
COUNTY OF NAPA)



On this 27 day of APRIL, 2001, 1998 before me appeared DAVID LOWDEN PARINSON the person who signed this instrument, who acknowledged that (s)he is the CHAIRMAN/CEO of PARKSIERRA CORPORATION, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] VICKI L. BERGER
COMM. # 1299583
NOTARY PUBLIC - CALIFORNIA
NAPA COUNTY
My Comm. Expires APR 03, 2005

Vicki L. Berger
Notary Public

My commission expires: APRIL 03, 2003

VICKI L. BERGER, NOTARY PUBLIC

LASALLE NATIONAL LEASING CORPORATION

SCHEDULE OF EQUIPMENT

Lessee: ARIZONA & CALIFORNIA RAILROAD COMPANY, LIMITED PARTNERSHIP

Approved By: _____
(Lessee to initial each page)

Attached to Bill of Sale dated _____

and/or _____

Equipment located at:

1301 California Avenue

Street No.

Equipment Schedule No.

C-2

Parker

LaPaz

AZ

85344

City

County

State

Zip

Manufacturer and/or

Vendor Name & Invoice No.

Description

Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

1 - General Motors Electro-Motive Division (EMD)
Model SD40-2 3000hp Locomotives
Road Number: HLCX6402(to be renumbered to ARZC4002)